

SECOND SUPPLEMENT DATED 9 September 2014 TO THE BASE PROSPECTUS

CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK

*(a limited liability company incorporated in France as a "Société Anonyme", governed by a Board of Directors, registered at the "Registre du Commerce et des Sociétés de Nanterre" under the reference SIREN 304 187 701, having its registered office at 9 quai du Président Paul Doumer, 92920 Paris
La Défense Cedex, France)*

and

CREDIT AGRICOLE CIB FINANCE (GUERNSEY) LIMITED

(incorporated in Guernsey)

and

CREDIT AGRICOLE CIB FINANCIAL SOLUTIONS

(incorporated in France)

€50,000,000,000

Structured Euro Medium Term Note Programme

unconditionally and irrevocably guaranteed by

CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK

Arranger and Dealer

CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK

Dealers

Crédit Agricole Securities Asia

B.V., Tokyo Branch

Le Crédit Lyonnais

This supplement (the **Second Supplement** or the **Supplement**) is supplemental to, and should be read in conjunction with, the base prospectus dated 25 June 2014 (the **Base Prospectus**) and the first supplement dated 4 July 2014 (the **First Supplement**), in relation to the €50,000,000,000 Structured Euro Medium Term Note Programme of Crédit Agricole Corporate and Investment Bank, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions (each an **Issuer** and together the **Issuers**). Unless the context otherwise requires, terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement constitutes a supplement to the Base Prospectus for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities (the **Prospectus Act**) and a supplement to the Base Prospectus for the purposes of article 39 of Chapter 1 of part III of the Luxembourg Law on prospectus for securities.

Each of Crédit Agricole Corporate and Investment Bank (in respect of itself and Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions) and Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions (in respect of themselves) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of Crédit Agricole Corporate and Investment Bank, Crédit Agricole CIB Finance (Guernsey) Limited and Crédit Agricole CIB Financial Solutions (who have taken all reasonable care to ensure that such is the case) the information contained herein is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication thereof.

In accordance with Article 13 paragraph 2 of the Prospectus Act, investors who have already agreed to purchase or subscribe for the Notes before this supplement is published have the right, exercisable until 11 September 2014, 5 p.m., Paris Time, to withdraw their acceptances.

Copies of this Supplement and the Base Prospectus can be obtained from the registered office of Crédit Agricole Corporate and Investment Bank and the specified office of the Principal Paying Agent for the time being and are published on the Luxembourg Stock Exchange's website: www.bourse.lu and Crédit Agricole Corporate and Investment Bank's website: www.ca-cib.com.

This Supplement has been produced for the purposes of:

1) Correct a manifest error in the Base Prospectus as set out below.

For the purposes of correcting a manifest error, in sub-paragraphs 3.2(a), (b), (c), (d), (e) and (f) of Annex 6 - Part B: Chapter 3: "Combination Complex Digital Redemption" of the Base Prospectus, the word "Performance" shall be deleted and replaced with the word "Redemption". (Page 1026)

2) Correct a manifest error in the Base Prospectus as set out below.

For the purposes of correcting a manifest error, in "Description of the Issuers" of the Base Prospectus, the name "Romual ORANGE" shall be deleted and replaced with the name "Romuald ORANGE". (Page 1210)

3) Amend the definition of BRL-PTAX Rate according to EMTA, ISDA and the FXC publication which amend Annex A to the 1998 Foreign Exchange and Currency Option Definitions, in "Annex 1 – Asset Conditions, Chapter 3: Asset Conditions: FX Linked Asset Conditions", in paragraphs 6.1 and 6.2 of the Base Prospectus, by including the underlined wording in the definition. (Pages 476 and 477)

BRL-PTAX Rate means, in respect of a BRL Valuation Date, the JPY/BRL commercial rate, expressed as a number of units (or fractional amounts) of BRL (the Reference Currency) per one (1) unit of JPY (the Base Currency), reported by the Banco Central do Brasil on its website (www.bcb.gov.br; see "Cotações e boletins" or "Quotations and bulletins") by approximately 1:15 p.m., São Paulo time (or any successor page for the purposes of displaying such rate, as determined by the Calculation Agent in its sole and absolute discretion), on such BRL Valuation Date, and which appears on Bloomberg Screen <BZFXJPY index> page (or any successor page for the purposes of displaying such rate, as determined by the Calculation Agent in its sole and absolute discretion); provided that the BRL PTAX Rate found on the Banco Central do Brasil website shall prevail in case of conflict with the BRL PTAX Rate appearing on Bloomberg Screen <BZFXJPY index> page (or any successor page for the purposes of displaying such rate, as determined by the Calculation Agent in its sole and absolute discretion).

BRL-PTAX Rate means, in respect of a BRL Valuation Date, the USD/BRL commercial rate, expressed as a number of units (or fractional amounts) of BRL (the Reference Currency) per one (1) unit of USD (the Base Currency), reported by the Banco Central do Brasil on its website (www.bcb.gov.br; see "Cotações e boletins" or "Quotations and bulletins") by approximately 1:15 p.m., São Paulo time (or any successor page for the purposes of displaying such rate, as determined by the Calculation Agent in its sole and absolute discretion), on such BRL Valuation Date, and which appears on Bloomberg

Screen <BZFXPTAX index> page (or any successor page for the purposes of displaying such rate, as determined by the Calculation Agent in its sole and absolute discretion); provided that the BRL PTAX Rate found on the Banco Central do Brasil website shall prevail in case of conflict with the BRL PTAX Rate appearing on Bloomberg Screen <BZFXPTAX index> page (or any successor page for the purposes of displaying such rate, as determined by the Calculation Agent in its sole and absolute discretion).

4) Clarifying that if any relevant redemption amount calculated or determined in accordance with General Condition 6 produces a negative amount, then such amount shall be deemed to be zero. Accordingly, the General Conditions shall be deemed to be modified to include the following paragraph after General Condition 6.12 (*Payoff Features*) (Page 420):

“6.13 Negative Redemption Amount

Where an Instalment Redemption Amount, Early Redemption Amount, Fair Market Value Redemption Amount, Final Redemption Amount or other relevant redemption amount is calculated or determined as, in accordance with this General Condition 6 and any applicable Additional Conditions, a negative amount, then such amount shall be deemed to be zero. Noteholders shall not, in such circumstances be required to make any payment to the relevant Issuer in respect of such negative amount nor shall any other payments then or in the future due in respect of the Notes be adjusted in respect of such negative amount .”

5) Correct a manifest error in the Base Prospectus as set out below.

For the purposes of correcting a manifest error, in “Form of the Final Terms” of the Base Prospectus, the following subparagraphs shall be added under the paragraph 25 “Payoff Features” after the paragraph (i) “Reset Option Redemption payoff Feature”. (Page 367)

(j)	Currency Performance Payoff Feature:	[Applicable in accordance Annex 7, Part D, Chapter 1][Not Applicable]
	(i) Applicable to:	[All Interest Periods] [The following Interest Periods: [●]]
	(ii) Base Currency:	[●]
	(iii) Reference Currency:	[●]
	(iv) FX Rate:	[●][Calculation Agent FX Rate Determination]
	- FX Price Source:	[Applicable [●]][Not Applicable as Calculation Agent FX Determination applies]
	- Basis of Determination:	[Offer Price][Bid Price][Mid Price]
	(v) FX _b :	[FX Rate][Strike Level]
	(vi) FX _h :	[FX Rate][Strike Level]
	(vii) FX _i :	[FX Rate][Strike Level]
	(viii) Observation Date(s):	[●] (<i>Specify any business day convention applicable to the Observation Date(s)</i>)

(ix) Valuation Time:

[Closing][●][Intraday]

This document will be published on the Luxembourg Stock Exchange's website: www.bourse.lu

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The date of this Supplement is 9 September 2014